

Return of Organization Exempt from Income Tax

2003

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

A For the 2003 calendar year, or tax year beginning, 2003, and ending

- B Check if applicable: X Address change, X Name change, Initial return, Final return, Amended return, Application pending

C Name of organization: Americans for Prosperity Foundation. Address: 1726 M Street, NW, Tenth Floor, Washington DC 20036

D Employer Identification Number: 52-1527294. E Telephone number: (202) 349-5880. F Accounting method: Accrual

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

- H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? No. H(b) If 'Yes,' enter number of affiliates. H(c) Are all affiliates included? No. H(d) Is this a separate return filed by an organization covered by a group ruling? No.

G Web site: www.americansforprosperity.org

J Organization type: 501(c) 3

K Check here if the organization's gross receipts are normally not more than \$25,000. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 5,420,663

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Instructions)

Table with 21 rows and multiple columns for revenue and expenses. Includes sub-rows for contributions, program service revenue, membership dues, interest on savings, dividends, gross rents, net rental income, other investment income, gross amount from sales of assets, special events, gross sales of inventory, other revenue, total revenue, program services, management and general, fundraising, payments to affiliates, total expenses, excess or deficit, net assets at beginning and end of year.

SCANNED OCT 27 2004

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6a, 6b, 9b, 10b, or 16 of Part I.	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (att sch) (cash \$ _____ non-cash \$ _____)	22			
23 Specific assistance to individuals (att sch)	23			
24 Benefits paid to or for members (att sch)	24			
25 Compensation of officers, directors, etc	25	234,640.	0.	161,558.
26 Other salaries and wages	26	687,714.	463,532.	99,284.
27 Pension plan contributions	27	27,725.	14,320.	7,378.
28 Other employee benefits	28	126,575.	65,385.	33,693.
29 Payroll taxes	29	45,584.	23,544.	12,130.
30 Professional fundraising fees	30			
31 Accounting fees	31	16,312.	1,397.	14,517.
32 Legal fees	32	444,682.	76,004.	357,649.
33 Supplies	33	15,775.	9,085.	4,033.
34 Telephone	34	66,486.	40,129.	16,839.
35 Postage and shipping	35	312,358.	286,878.	3,531.
36 Occupancy	36	166,879.	81,852.	37,101.
37 Equipment rental and maintenance	37	26,848.	6,795.	17,123.
38 Printing and publications	38	207,928.	168,952.	238.
39 Travel	39	166,937.	70,339.	49,011.
40 Conferences, conventions, and meetings	40	59,456.	30,545.	18,017.
41 Interest	41			
42 Depreciation, depletion, etc (attach schedule)	42	61,015.	29,530.	15,832.
43 Other expenses not covered above (itemize):				
a Promotion	43a	8,312.	7,879.	361.
b Professional fees - consulting	43b	835,271.	691,924.	67,282.
c List rental	43c	30,054.	30,054.	0.
d Novelties	43d	7,409.	6,882.	227.
e See Other Expenses Stmt	43e	82,904.	37,975.	29,243.
44 Total functional expenses (add lines 22 - 43). Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	44	3,630,864.	2,143,001.	945,047.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____, (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? <input type="checkbox"/> Public policy and educational organization that supports consume	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a Consumer choice - Supporting research on how reducing federal regulations will improve the economy, and educating the public by disseminating information through print and broadcast media. (Grants and allocations \$ 0.)	293,968.
b Tax and budget - Supporting research and public education on how reducing federal spending and lowering the tax burden will improve the American economy. (Grants and allocations \$ 0.)	133,661.
c State Chapter Activities - Supporting research and public education regarding the effect of state regulations and state spending on the economy. (Grants and allocations \$ 0.)	684,177.
d Membership Services - Mailing to members monthly to keep them informed about issues the organization is currently working on. (Grants and allocations \$ 0.)	529,129.
e Other program services Supporting Services (Grants and allocations \$ 0.)	502,066.
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	2,143,001.

Part IV Balance Sheets (See Instructions)

		(A) Beginning of year		(B) End of year	
ASSETS	45 Cash – non-interest-bearing	1,288,115.	45	187,608.	
	46 Savings and temporary cash investments		46		
	47a Accounts receivable				
	b Less allowance for doubtful accounts		47c		
	48a Pledges receivable	0.			
	b Less allowance for doubtful accounts		48c	0.	
	49 Grants receivable		49		
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50		
	51a Other notes & loans receivable (attach sch)				
	b Less allowance for doubtful accounts		51c		
	52 Inventories for sale or use		52		
	53 Prepaid expenses and deferred charges	93,889.	53	10,305.	
	54 Investments – securities (attach schedule)	<input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	2,993,761.	54	4,358,047.
	55a Investments – land, buildings, & equipment, basis				
	b Less accumulated depreciation (attach schedule)		55c		
56 Investments – other (attach schedule)		56			
57a Land, buildings, and equipment, basis	323,832.				
b Less accumulated depreciation (attach schedule) L-57 Stmt	213,597.	180,074.	57c	110,235.	
58 Other assets (describe ▶ See Line 58 Stmt)		219,009.	58	550,523.	
59 Total assets (add lines 45 through 58) (must equal line 74)		5,595,049.	59	5,216,718.	
LIABILITIES	60 Accounts payable and accrued expenses	218,046.	60	113,325.	
	61 Grants payable		61		
	62 Deferred revenue		62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63		
	64a Tax-exempt bond liabilities (attach schedule)		64a		
	b Mortgages and other notes payable (attach schedule)	33,863.	64b		
	65 Other liabilities (describe ▶ See Line 65 Stmt)		39,709.	65	33,683.
66 Total liabilities (add lines 60 through 65)		291,618.	66	147,008.	
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
	67 Unrestricted	5,303,431.	67	5,069,710.	
	68 Temporarily restricted		68		
	69 Permanently restricted		69		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74				
	70 Capital stock, trust principal, or current funds		70		
	71 Paid-in or capital surplus, or land, building, and equipment fund		71		
	72 Retained earnings, endowment, accumulated income, or other funds		72		
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19; column (B) must equal line 21)		5,303,431.	73	5,069,710.	
74 Total liabilities and net assets/fund balances (add lines 66 and 73)		5,595,049.	74	5,216,718.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See instructions.)			Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return		
a Total revenue, gains, and other support per audited financial statements	▶	a 3,397,143.	a Total expenses and losses per audited financial statements	▶	a 3,630,864.
b Amounts included on line a but not on line 12, Form 990			b Amounts included on line a but not on line 17, Form 990		
(1) Net unrealized gains on investments \$ 417,223.			(1) Donated services and use of facilities \$		
(2) Donated services and use of facilities \$			(2) Prior year adjustments reported on line 20, Form 990 \$		
(3) Recoveries of prior year grants \$			(3) Losses reported on line 20, Form 990 \$		
(4) Other (specify)			(4) Other (specify)		
----- \$			----- \$		
Add amounts on lines (1) through (4)	▶	b 417,223.	Add amounts on lines (1) through (4)	▶	b
c Line a minus line b	▶	c 2,979,920.	c Line a minus line b	▶	c 3,630,864.
d Amounts included on line 12, Form 990 but not on line a:			d Amounts included on line 17, Form 990 but not on line a:		
(1) Investment expenses not included on line 6b, Form 990 \$			(1) Investment expenses not included on line 6b, Form 990 \$		
(2) Other (specify)			(2) Other (specify)		
----- \$			----- \$		
Add amounts on lines (1) and (2)	▶	d	Add amounts on lines (1) and (2)	▶	d
e Total revenue per line 12, Form 990 (line c plus line d)	▶	e 2,979,920.	e Total expenses per line 17, Form 990 (line c plus line d)	▶	e 3,630,864.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see instructions.)				
(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation	(E) Expense account and other allowances
David H. Koch c/o AFPE, 1726 M St, NW, 10th Fl. Washington, DC	Chairman 2+	0.	0.	0.
Dr. Wayne Gable c/o AFPE, 1726 M St, NW, 10th Fl. Washington, DC	Board Member 2+	0.	0.	0.
Art Pope c/o AFPE, 1726 M St, NW, 10th Fl. Washington, DC	Board Member 2+	0.	0.	0.
John S. Thomas c/o AFPE, 1726 M St, NW, 10th Fl. Washington, DC	Board Member 2+	0.	0.	0.
Paul Beckner ----- Washington, DC	Former President 40	68,733.	2,422.	0.
See List of Officers, Etc Statement		165,907.	3,554.	0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? ▶ Yes No

If 'Yes,' attach schedule – see instructions

Part VI Other Information (See instructions)		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes		X
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	X	
80b	If 'Yes,' enter the name of the organization <u>Citizens for a Sound Economy, Tax Foundation, and Independent Women's Forum</u> and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81a	Enter direct and indirect political expenditures See line 81 instructions	81a	0.
81b	Did the organization file Form 1120-POL for this year?	81b	n/a
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
82b	If 'Yes,' you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)	82b	
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
84b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	
85a	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	85a	n/a
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b	n/a
85c	Dues, assessments, and similar amounts from members	85c	n/a
85d	Section 162(e) lobbying and political expenditures	85d	n/a
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	n/a
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	n/a
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	n/a
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	n/a
86a	501(c)(7) organizations Enter a Initiation fees and capital contributions included on line 12	86a	n/a
86b	Gross receipts, included on line 12, for public use of club facilities	86b	n/a
87a	501(c)(12) organizations Enter. a Gross income from members or shareholders	87a	n/a
87b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	n/a
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX	88	X
89a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> , section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
89b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction	89b	X
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
90a	List the states with which a copy of this return is filed <u>See attached statement</u>		
90b	Number of employees employed in the pay period that includes March 12, 2003 (See instructions)	90b	31
91	The books are in care of <u>The Organization</u> Telephone number <u>(202) 349-5880</u> Located at <u>1726 M St, NW, 10th Floor, Washington, DC</u> ZIP + 4 <u>20036</u>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <u>92</u>		

Part VII Analysis of Income-Producing Activities (See instructions.)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	140,523.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	348,485.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a _____					
b List rental			15	4,004.	
c Other income					11,288.
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))				493,012.	11,288.
105 Total (add line 104, columns (B), (D), and (E))					504,300.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
103b	Other revenue generated in conjunction with the Organization's exempt purpose.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See instructions.)

N/A

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See instructions.)

- a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer: Chanel Massey Date: Oct 15 2004
 Type or print name and title: Director of Operations

Paid Preparer's Use Only

Preparer's signature: [Signature] Date: 10/17/04 Check if self-employed:

Firm's name (or yours if self-employed): Douglas Corey & Associates, PC Preparer's SSN or PTIN (see General Instruction W):
 address, and ZIP + 4: 6601 Little River TrnPk, Suite 440 Alexandria VA 22312-1303 EIN: [Blank]
 Phone no: (703) 354-2900

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Organization Exempt Under
Section 501(c)(3)**

**(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust**

Supplementary Information — (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

OMB No 1545-0047

2003

Name of the organization

Americans for Prosperity Foundation

Employer identification number

52-1527294

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See instructions List each one If there are none, enter 'None')

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
Wayne Brough Washington, DC	Chief Economist 40	65,641.	3,763.	0.

Total number of other employees paid over \$50,000 ▶	None			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See instructions List each one (whether individuals or firms) If there are none, enter 'None')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
Richard Armev c/o Freedom Works, 1775 Pennsylvania Ave, NW, Washington, DC 20006	Consulting	429,583.
Faegre & Benson 2200 Wells Fargo Center, Minneapolis, MN 55402	Legal	260,861.
Morgan, Meredith & Associates 4451 Brookfield Corporate Drive, Chantilly, VA 20151	Consulting	171,560.
CMDI 7704 Leesburg Pike, Falls Church, VA 22043	Consulting	93,750.
Keytech 5115 Franconia Rd, Alexandria, VA 22310	Consulting	71,701.
Total number of others receiving over \$50,000 for professional services ▶	3	

Part III Statements About Activities (See instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes,' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	X
e Transfer of any part of its income or assets?	2e	X
3a Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments)	3a	X
b Do you have a section 403(b) annuity plan for your employees?	3b	X
4 Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4	X

See Part V, Form 990

Part IV Reason for Non-Private Foundation Status (See instructions)

The organization is not a private foundation because it is (Please check only **ONE** applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state ▶** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11 a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11 b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	4,048,994.	4,385,842.	6,553,376.	7,342,689.	22,330,901.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose		3,210.	42,953.	52,674.	98,837.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	79,811.	146,953.	238,972.	288,365.	754,101.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets. See L-22 Stmt	12,461.	34,741.			47,202.
23 Total of lines 15 through 22	4,141,266.	4,570,746.	6,835,301.	7,683,728.	23,231,041.
24 Line 23 minus line 17	4,141,266.	4,567,536.	6,792,348.	7,631,054.	23,132,204.
25 Enter 1% of line 23	41,413.	45,707.	68,353.	76,837.	
26 Organizations described on lines 10 or 11:					
a Enter 2% of amount in column (e), line 24					26a 462,644.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 5,153,774.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 23,132,204.
d Add: Amounts from column (e) for lines: 18 754,101. 19 _____ 22 47,202. 26b 5,153,774.					26d 5,955,077.
e Public support (line 26c minus line 26d total)					26e 17,177,127.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 74.26 %
27 Organizations described on line 12:					
a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year (2002) _____ (2001) _____ (2000) _____ (1999) _____					
b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (2002) _____ (2001) _____ (2000) _____ (1999) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c _____
d Add: Line 27a total _____ and line 27b total _____					27d _____
e Public support (line 27c total minus line 27d total)					27e _____
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					27f _____
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g _____ %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h _____ %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe, if 'No,' please explain (If you need more space, attach a separate statement.) ----- ----- -----		
32a	Does the organization maintain the following a Records indicating the racial composition of the student body, faculty, and administrative staff?		
32b	b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
32c	c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
32d	d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered 'No' to any of the above, please explain (If you need more space, attach a separate statement) ----- -----		
33	Does the organization discriminate by race in any way with respect to		
33a	a Students' rights or privileges?		
33b	b Admissions policies?		
33c	c Employment of faculty or administrative staff?		
33d	d Scholarships or other financial assistance?		
33e	e Educational policies?		
33f	f Use of facilities?		
33g	g Athletic programs?		
33h	h Other extracurricular activities? If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
34b	Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If 'No,' attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

n/a

Check **a** if the organization belongs to an affiliated group Check **b** if you checked 'a' and 'limited control' provisions apply.

Limits on Lobbying Expenditures

(The term 'expenditures' means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table -- If the amount on line 40 is -- The lobbying nontaxable amount is -- Not over \$500,000 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 \$1,000,000	41	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4 -Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below
 See the instructions for lines 45 through 50)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4 -Year Averaging Period				
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots non-taxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See instructions.)

n/a

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h .)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (add lines c through h .)			

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities

Name Americans for Prosperity Foundation	Employer Identification Number 52-1527294
---	--

Part I, Line 8, Column (A) Securities

Public Securities

Description	Gross Sales Price	Basis	
Publicly Traded Securities	2,789,228.	Cost	2,440,743.
		Selling Expenses	
		Basis	2,440,743.

Nonpublic Securities

Description	Date Acquired and Method	Date Sold and to Whom	Gross Sales Price	Cost, other basis or FMV when donated (State which on top)
-----	-----	-----		-----
-----	-----	-----		-----
-----	-----	-----		-----
-----	-----	-----		-----

Total Securities	2,789,228.	2,440,743.
-------------------------	------------	------------

Gain or (Loss) from Sale of Securities	348,485.
---	----------

Part I, Line 8, Column (B) Other Assets

Description	Date Acquired and Method	Date Sold and to Whom	Gross Sales Price	Cost, other basis or FMV when donated	
-----	-----	-----		Cost	_____
				Depreciation	_____
				Basis	_____
				Donation FMV	_____
-----	-----	-----		Cost	_____
				Depreciation	_____
				Basis	_____
				Donation FMV	_____
-----	-----	-----		Cost	_____
				Depreciation	_____
				Basis	_____
				Donation FMV	_____
-----	-----	-----		Cost	_____
				Depreciation	_____
				Basis	_____
				Donation FMV	_____

Total Other Assets		
---------------------------	--	--

Gain or (Loss) from Sale of Other Assets	
---	--

Miscellaneous Statement

990 Attachment, Part V, Line 75	Compensation	Employee Ben
Officer compensation from related organizations:		
Paul Beckner - Citizens for a Sound Economy	78,349.	2,422.
Matt Kibbe - Citizens for a Sound Economy	71,770.	3,000.
Total	<u>150,119.</u>	<u>5,422.</u>

Miscellaneous Statement

Form 990, Line 90a

States where a copy of return is filed:

AL, AK, AZ, AR, CA, CO, FL, GA, IL, KS, KY, LA, ME,
MD, MA, MI, MN, MS, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI, CT,
IA, DC

Total

Form 990, Page 2, Part II, Line 43

Other Expenses Stmt

Other expenses not covered above (itemize).	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
Dues and registrations	7,541.	5,436.	1,302.	803.
Insurance	9,353.	34.	9,108.	211.
Temporary help	8,505.	8,493.	5.	7.
Office expense	10,186.	7,564.	2,107.	515.
Subscriptions, books, research	28,381.	13,973.	498.	13,910.
Miscellaneous	18,938.	2,475.	16,223.	240.
Total	82,904.	37,975.	29,243.	15,686.

Form 990, Page 3, Part IV, Lines 57a & 57b

Land, Buildings and Equipment Statement

	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Office furniture and equipment	314,472.	212,104.	102,368.
Leasehold improvements	9,360.	1,493.	7,867.
Total	323,832.	213,597.	110,235.

Form 990, Page 3, Part IV, Line 58

Other Assets Statement

Line 58 - Other Assets:	Beginning of Year	End of Year
Deposits	39,567.	61,177.
Due from affiliate	179,442.	489,346.
Total	219,009.	550,523.

Form 990, Page 3, Part IV, Line 65

Other Liabilities Statement

Line 65 - Other Liabilities:	Beginning of Year	End of Year
Deferred rent	39,709.	33,683.
Total	39,709.	33,683.

Form 990, Page 4, Part V

List of Officers, Etc. Statement

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation	(E) Expense account and other allowances
Matt Kibbe Washington, DC	Former Exec VP 40	55,521.	3,000.	0.
Thomas Posey Washington, DC	Former Treasurer 40	37,304.	554.	0.
Nancy Pfotenhauer c/o AFPP, 1726 M St, NW, 10th Fl Washington, DC	President 40	56,458.	0.	0.
Michael Berry c/o AFPP, 1726 M St, NW, 10th Fl Washington, DC	Secretary/Treas 40	16,624.	0.	0.
Walter Williams c/o AFPP, 1726 M St, NW, 10th Fl Washington, DC	Board Member 2+	0.	0.	0.

Total

165,907. 3,554. 0.

Schedule A, Part IV-A, Line 22

Other Income

Description	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
List rental	11,146.	34,741.			45,887.
Other income	1,315.				1,315.
Total	<u>12,461.</u>	<u>34,741.</u>			<u>47,202.</u>

Supporting Statement of:

Form 990 p 1/Line 20

Description	Amount
Unrealized gain on investments	417,223.
Total	<u>417,223.</u>

Supporting Statement of:

Form 990 p 3/Line 60, column (B)

Description	Amount
Accounts payable	87,671.
Due to affiliate	25,654.
Total	<u>113,325.</u>

Application for Extension of Time to File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time — Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only.

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	Americans for Prosperity Foundation (fmrly Citizens for a Sound Economy Educational Fdn)	52-1527294
	Number, street, and room or suite number. If a P.O. box, see instructions	
	1726 M Street, NW, Tenth Floor	
	City, town or post office. For a foreign address, see instructions	state ZIP code
	Washington	DC 20036

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (Section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole group**, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until Aug 16, 20 04, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 20 03 or
- tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ 0

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ _____

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Lance M. Muth Title CPA Date 5/17/07

BAA For Paperwork Reduction Act Notice, see instructions.

Form 8868 (12-2000)

• If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time – Must File Original and One Copy.

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization Americans for Prosperity Foundation (fmrly Citizens for a Sound Economy Educatio	Employer identification number 52-1527294
	Number, street, and room or suite number. If a P.O. box, see instructions 1726 M Street, NW, Tenth Floor	For IRS Use Only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Washington DC 20036	

Check type of return to be filed (file a separate application for each return):

Form 990
 Form 990-EZ
 Form 990-T (Section 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

Stop: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• If the organization does **not** have an office or place of business in the United States, check this box

• If this is for a **Group Return**, enter the organizations four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is **part** of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until Nov 15, 2004

5 For calendar year 2003, or other tax year beginning _____, 20____ and ending _____, 20____

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension Additional information is needed in order to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ _____

c **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ _____

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *James Medlock* Title *CPA* Date *7/1/04*

Notice to Applicant – To be Completed by the IRS

- We **have** approved this application. Please attach this form to the organization's return.
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely filed return. Please attach this form to the organization's return
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We **cannot consider** this application because it was filed after the due date of the return for which an extension was requested
- Other: _____

Director _____ By _____ Date _____

Alternate Mailing Address – Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	Name
	Number and street (include suite, room, or apartment number) or a P.O. box number
	City or town, province or state, and country (including postal or ZIP code)